

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN**

MAINSTAY HIGH YIELD CORPORATE)	
BOND FUND, on behalf of itself and all others)	
similarly situated,)	
Plaintiff,)	
)	
vs.)	
)	
HEARTLAND INDUSTRIAL PARTNERS,)	
L.P., a Delaware limited liability partnership,)	Case No. 2:07-cv-10542-GER-RSW
HEARTLAND INDUSTRIAL ASSOCIATES,)	
L.L.C., a Delaware limited company, DAVID)	Honorable Gerald E. Rosen
A. STOCKMAN, J. MICHAEL STEPP,)	
TIMOTHY D. LEULIETTE, DANIEL P.)	
TREDWELL, W. GERALD MCCONNELL,)	
SAMUEL VALENTI, III, JOHN A.)	
GALANTE, BRYCE M. KOTH, ROBERT A.)	
KRAUSE, GERALD E. JONES, DAVID R.)	
COSGROVE, and ELKIN B. MCCALLUM,)	
Defendants.)	
)	
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CRAIG D. EPSTEIN, individually and on)	
behalf of all others similarly situated,)	
Plaintiff,)	Case No. 2:06-cv-13555-GER-RSW
)	
vs.)	
)	Honorable Gerald E. Rosen
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HEARTLAND INDUSTRIAL PARTNERS,)	
L.P., a Delaware limited liability partnership,)	
HEARTLAND INDUSTRIAL ASSOCIATES,)	
L.L.C., a Delaware limited company, DAVID)	
A. STOCKMAN, J. MICHAEL STEPP, and)	
BRYCE M. KOTH,)	
Defendants.)	

**STIPULATION BETWEEN LEAD PLAINTIFFS AND SETTLING DEFENDANTS AND
ORDER STAYING THE ACTIONS AS AGAINST HEARTLAND INDUSTRIAL
PARTNERS, L.P., HEARTLAND INDUSTRIAL ASSOCIATES, L.L.C., DANIEL P.
TREDWELL, W. GERALD McCONNELL AND SAMUEL VALENTI, III**

Lead Plaintiffs MainStay High Yield Corporate Bond Fund and Craig D. Epstein (together "Plaintiffs") and defendants Heartland Industrial Partners, L.P., Heartland Industrial Associates, L.L.C., Daniel P. Tredwell, W. Gerald McConnell and Samuel Valenti, III (the "Settling Defendants") stipulate as follows:

WHEREAS, Plaintiffs and the Settling Defendants have entered into a Memorandum of Understanding and are in the process of negotiating and finalizing a formal settlement agreement;

WHEREAS, Plaintiffs and the Settling Defendants wish to avoid the distraction and expense of litigating the above-captioned action while working towards finalization of the settlement agreement and believe that staying the above-captioned actions as against the Settling Defendants will allow the parties to promptly present the settlement to the Court for preliminary approval;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between the undersigned counsel for Plaintiffs and the Settling Defendants, subject to the Court's approval, as follows:

1. The above-captioned actions are stayed as against the Settling Defendants and all scheduling deadlines are adjourned as to the Settling Defendants.
2. Absent a further stipulation and Order, the stay will expire on December 15, 2009 if no settlement has been presented to the Court for preliminary approval. If a settlement is presented to the Court on or before December 15, the stay shall continue until the earlier of the date: (i) the actions are dismissed; or (ii) the Court enters an Order rejecting the proposed settlement.

3. If the stay is terminated or expires, the parties shall be returned to their respective positions as of November 19, 2009, and all deadlines shall be restored with extensions equal in time to the length of the stay.

Dated: November 19, 2009

STIPULATED AND AGREED:

/s/ Courtney B. Ciullo
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Courtney B. Ciullo (P71949)
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Liaison Counsel in the Egleston Action

/s/ Steven B. Singer
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Attorneys for Plaintiff Craig D. Epstein

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Attorneys for Defendants Heartland Industrial Partners LP, Heartland Industrial Associates LLC, Daniel P. Tredwell, W. Gerald McConnell and Samuel Valenti, III

IT IS SO ORDERED in accordance with the foregoing stipulation.

November 23, 2009
Date

s/Gerald E. Rosen
Honorable Gerald E. Rosen
Chief, United States District Judge